



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
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VIA UPS NEXT DAY AIR

RECORDATION NO. 23356 FILED

January 18, 2001

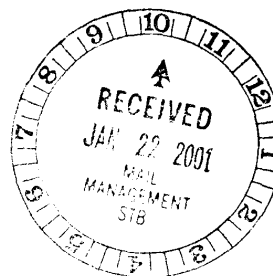
JAN 23 '01

12-51 PM

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

SURFACE TRANSPORTATION BOARD

Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated July 7, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Monitor Sugar Company
2600 S. Euclid Avenue
Bay City, MI 48706

A description of the railroad equipment covered by the enclosed document is twelve (12) 20,000 gallon, non-insulated, interior coiled tank cars with tank car container specification of 211A100W1, and GROX, RUSX and TGOX car marks (please see Exhibit A for exact car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Monitor Sugar Company, Lessee, covering 12 20,000 gallon, non-insulated, interior coiled tank cars with tank car container specification of 211A100W1 and GROX, RUSX and TGOX car marks (please see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(MOSU001)

RECORDATION NO. 23356 FILED

ASSGN. NO: MOSU001

MEMORANDUM OF LEASE

JAN 23 01

12-51 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of July, 2000, by and between First Union Rail Corporation, a North Carolina corporation, and MONITOR SUGAR COMPANY ("Lessee"), a MICHIGAN corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 1, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 31, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 7th day of July, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of July, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

MONITOR SUGAR COMPANY

By: Jerry T. Coleman

Name: Jerry T. Coleman

Title: VP Marketing

ATTEST:

By: Donna M. Grobbel

Name: DONNA M. GROBBEL

Title: EXECUTIVE ASSISTANT

Executed on this 1st day of JUNE, 2000.

[CORPORATE SEAL]

STATE OF MICHIGAN

COUNTY OF BAY

I, DONNA M. GROBBEL, a Notary Public of the County and State aforesaid, certify that JERRY T. COLEMAN personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of JUNE, 2000.

Donna M. Grobbel
Notary Public

Commission Expires:

11-15-2003
(Notary Public)

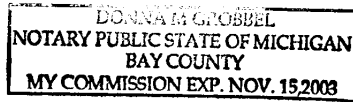


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twelve (12).

DESCRIPTION OF CARS: 20,000-gallon, non-insulated, interior coiled tank cars with Tank Car container specification of 211A100W1.

CAR NUMBERS:	GROX 002005	GROX 002085
	GROX 002063	GROX 002088
	GROX 002078	GROX 002092
	GROX 002081	RUSX 000101
	GROX 002083	RUSX 000136
	GROX 002084	TGOX 002205